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MODELS
INSIDE

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TO GOOD
USE! ANY
IDEAS?**



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KATRINA STARR



LOU CHARMELLE

**AND THERE'S A
BUNCH MORE
LOVE BETWEEN
THESE PAGES WITH**

CAROLINE PIERCE

**MAGDELENE ST. MICHAELS
& CARMEN CALLAWAY
& SASHA HEART**



40+

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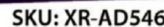


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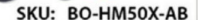
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To The Editors:

I had a small accident in my shop when I slipped on the wet floor last month, so I'm now in the hospital for week or so trying to recover. I'm stuck in bed watching television all day (and writing this letter) with nothing else to do – so one late night I started stroking my cock because I was bored and that led me to horny. As I'm doing this, I hear a night nurse walk in so, of course, I stop and try to hide my erection.

I close my eyes to pretend that I'm asleep. She does her bed check, and as she is about to leave and turn the light off, she notices a large tent in my sheets. So she walks back to my bed and touches the top of the tent and it won't go down. I hear a little giggle and she walks back to the door and closes it and turns off the light. I thought she had left but then I feel her slide her hand under the sheet straight to my hard cock. She wraps her hand around the shaft and starts to stroke it.

Stopping momentarily, she pulls a chair next to the bed and sits down. Her hand slides back up to my cock and she picks up right where she left off. "I've been on my feet all night, you don't mind if I sit down, do you?" she whispers without expecting an answer. Her hand is pumping my cock up and down with an occasional pinch to the skin or nip at the head.

Then she starts playing with my balls, twirling and pulling them in her fingers. Using her nails to excite me even more, but I haven't yet opened my eyes and I dare not make a sound. She finally removes the sheet. "Oh my... It's so big!" she says as she looks up to see if I'm awake. She smiles to herself. Licks her lips and starts to lick the tip of my

cock. She slides her tongue up and down my shaft. The nurse looks up and I'm grinning big. She has a wicked smile and says "Now let's really have some fun." She gives me a look and in one move takes all of it down her throat. As she deep throats my cock, she feels my hand on the back of her head as I grab her hair and start forcing my cock as far down her throat as hard as I can.

I reach my hand up her uniform and find her pussy soaking wet through her cotton panties. Then, I start fingering her. Two fingers, then three. As she begins to moan, I cum in her throat and don't let her head up until I'm done cumming. She comes up with a smile. "Mmmmm, yummy." she says with a wicked smile. "Now it's my turn!" she says as she climbs on the bed and lowers her pussy on my face. "Lick me, mister." she says.

I begin licking her clit and her pussy. She's moaning for more. I lick and lightly bite her clit. She screams as she squirts lady cum all over my face. She gets up, throws me a towel and says "I have to do my rounds now, but I'll be back later." She straightens her uniform and walks out.

I'm laying there wishing the time would go faster. I watch some more TV and a couple hours later she returns. "Hey mister, you still hard?" she asks as she reaches out for my stiff cock. I reach under her dress and find no panties but she is still wet. She climbs up on the

40+ #97

40+: Thank you for joining me this evening, Alexis. I know you had a



long day, so I'll be gentle.

Alexis: Good, thanks. It has been a long day, My pussy needs to cool down. (chuckles)

40+: Well, okay. It must have had quite a workout for you to say that. I'll give you a minute but would you care to elaborate?

1-800-SUCK-DICK

your cock makes my mouth water!

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bed and lowers her wet pussy down on my cock. She starts bouncing up and down hard and fast. Her boobs bounce right out of her uniform. I grab her tits and start sucking them. She starts screaming that she's cumming, and at the same time I yell out that I am, too.

I'm still inside her as we cum together and she falls down on my chest. She looks me in the eye and says "Honey, hope you get better soon. I have a surprise for you when you get home. I smile and roll over and go to sleep.

– Lester B., Room 104

To 40+ magazine,

I'm writing to you because there aren't too many outlets for us older men to tell about our adventures. Well, our sexual adventures anyway. And I think I have a good one. My story is about something that happened last weekend. Before I get into it, I'm an adjunct professor at a northwestern university. My main responsibility is to lecture students rather than be more interactive in their studies. I speak in a rather large auditorium to a bunch of faceless, bored twenty year olds. However, every once-in-awhile a few students actually show an interest in the material and that's reinvigorating.

Two such students are Gina and Serena. They would always come into the hall together, sit together and took profuse notes. I could tell they had a real interest in what I was saying. They even stayed after class several times to discuss that day's topic in further depth. Serena was the more flirty one and she was always smiling. Gina was more studious and asked most of the questions. I don't know if they were roommates, best friends or even lovers. And it didn't matter to me.

Three pm Friday is the last lecture of the week and these two come down to my podium and invite me for a drink. I blushed, and hesitantly agreed. We went to a sports bar off campus and ordered drinks and wings. I found the two girls to be fun and quite aware. We talked about the football team, other faculty, and believe it or not, sex. They were very inquisitive, asking me about my past relationships (I'm not mar-

ried anymore) and when was the last time I had sex. The booze made it a little easier to answer and I told them it had been almost a year. They asked if I masturbated and I told them I did. I asked if they were taking this information for a school project and they looked at each other and giggled. Simultaneously, they said "No."

We were starting to get a little sloppy drunk when Serena said that I lived too far away to drive and we could walk over to her apartment. I don't remember the walk over to her place, but we got there okay and within a half hour we all were squeezing into Serena's small bathroom for a hot shower. Gina and I had to lead Serena by the hand since she was still woozy. The hot shower was wonderful with the three of us taking turns cleaning one another with sponges and our tongues. Both girls were really enjoying the hot water as it washed away make-up and the day's grime. I watched their wet, sexy bodies in complete awe. I couldn't resist pulling them in for some deep kissing. This led to all of us caressing, kissing and licking one another in a flurry of steamy, passionate cleansing sex.

The girls were quite anxious to see if they could get my 48-year-old cock hard, so they told me to just watch as they started with by kissing each other under the shower. Then they began to press their wet, hot bodies together. Their breasts were soapy as they squished and slid together with more passionate kissing with wet tongues pressing erotically together as the water ran over them. I watched as Serena reached down and grabbed Gina's gorgeous ass and



Alexis: I had this rookie director today. He looked eighteen and seemed pretty shy when the sex started. The cameraman has been around, so things worked out.

40+: How did that happen?

Alexis: I too kinda took control of my scenes. I had two of them. The first was easy, a girl-girl scene that was just some pussy licking and some dildo play.

40+: That must mean the second...

Alexis: Yeah, the second was a little rougher. It was an FFM threeway but the guy had a huge cock and both us girls had trouble with it.

pulled her hips hard against her own. They both moaned as their wet pussies collided and steam billowed around them.

Gina wrapped one of her legs around Serena's waist as she pulled her closer into her while they french kissed and ground their pussies together. Through their steamy lust, Gina and Serena noticed that I wasn't hard. Gina whispered something in Serena's ear and then they both dropped down to their knees in the cramped shower. These two were so determined to get me stiff so they started washing me below the waist with their excited hands and eager mouths.

At one point, Serena was bobbing her head on my soft penis while Gina was full-on licking my asshole. It felt unbelievably awesome and delightfully dirty but my cock wasn't getting up again in any hurry. We spent a good half hour



more in the shower, but eventually, the water began to grow cold, and we were forced to retreat back to Serena's bed where we resumed our playing. After a few minutes my cock was rock hard but I was so exhausted by then that I just lay back on the bed and let them take turns sucking me off. I knew it would be a very long time before I would cum so I closed my eyes and enjoyed the hot mouths.

Then I heard a soft whisper in me ear, "I want your cock inside me." I opened my eyes and Serena's face was next to mine with her big eyes waiting for my response. I looked down at my cock and Gina was looking up at me with it in her mouth keeping it hard for her girlfriend. My



cock throbbed and grew almost another inch in her mouth in anticipation. She gave the tip a big kiss and sat up. Gina was watching intently waiting to see what I was going to do, so I grabbed Serena by her hips and pulled her to the edge of the bed. I grabbed hold of my pulsing rod and used the tip to tease her pussy, rubbing it along her glistening, dripping outer lips.

Gina scooted down to get a closer look at the action and put her face closer to Serena's sweet slit. Using her tongue, she swirled it around the tight opening and then slid it over Serena's shiny pussy and started flicking her tongue it. Both girls seemed to be enjoying themselves as they both panted hard with extreme arousal. My tip made contact with Serena's

opening and slowly pressed my massive, throbbing cock against her incredibly tight opening. I felt her tight inner-vaginal lips part and fold around my raging member.

She rode me like an out of control cowgirl and had to grab hold of Gina to balance herself. I pull Serena's body down on top of mine and Gina gets behind us. I feel her hand playing with my balls and grabbing hold of my cock and tightening her fist around it. Serena climbs off me and lays back. Gina immediately attacks her pussy licking my cum as it oozes out of Serena. Then we hit the shower again.

— Michael S., Texas

40+: *But you've had large cocks before?*

Alexis: I have, but for some reason, this one was a hard swallow, probably because of the girth and not having fucked for a week. But we made it through and ready to fuck another day.

40+: *Well, I'm glad you did. So, what's next for you?*

Alexis: I'm going home, putting a cooling pack on my pussy, and sleep until noon tomorrow.

If you have something interesting to share, then go write ahead. Send your letters to the Editor, Blair Publishing, Inc., 10170 W. Tropicana Ave. #156-168, Las Vegas, NV 89147. All submissions become the property of Blair Publishing, Inc., and up to our discretion to publish them – or not. Either way, we enjoy reading them all.

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HARLOW & CHERI

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HEATHER

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i love summer vacation and my daughter's friends, too

my ex-wife would have turned 41 a weeks ago but we had lost our sexual passion several years ago and got divorced. But now, our 20 year old daughter, Eva, was home for her summer vacation from college. So was our neighbor's daughter, Molly, and their BFF Trudy. The three went to the same college and were also best of friends having grown up together.

Tonight Molly and Trudy were sleeping over, something the two of them do often. Once at our house, the next at Molly's, and then Trudy's. Personally, I don't think they're gay with each other, but I choose not to ask. We had a nice dinner and now, unable to sleep, about midnight, I go downstairs to clean up. As I was putting a half-empty bottle of wine back into the fridge, Molly walked in with some of the juice glasses the girls had used earlier. Putting them in the sink and saying hello to me, she took another glass and poured some wine into it. "Molly, isn't it kinda late for that?" I asked her.

Molly was hot. At five foot five inches, this twenty-year-old's dark hair shining and her pearly white skin glowed in the low kitchen light. Her breasts were full enough and I found myself staring.

"This glass is for you." Molly replied.

"I've had too much already tonight. That's probably why I can't sleep." I told her.

"I know, I couldn't sleep either, Trudy is out like a light," she said. "Kevin, I've been wanting to ask you some things, so are you drunk enough to answer my questions truthfully?" she asked.

"Just don't ask something you really don't want to know the truth about." I said.

"Have you and Trudy gotten together?" she asked without hesitation.

"Do you mean, have we fucked? No but, OK, I kissed her. But you can't tell anyone. I could get in a lot of trouble."

"I know she has the hots you. Even though she hasn't come right out and said it to me, I know Trudy and I know she would like you to fuck her." Molly said. "She's been frustrated ever since her boyfriend split with her and she'll stay frustrated rather than confess she's interested in having sex again." she confessed. "Take another drink, Kevin. Drink up."

As a freshly poured glass touched my lips, I saw Molly tip the bottle up for a quick sip. I gulped mine down. "Are you joining me now?" She poured me another. "I think you're way ahead of me."

"OK, I think I'll probably tell you the truth now. But are you sure that do you really want to know?" I asked.

"She's been frustrated ever since her boyfriend split with her and she'll stay frustrated rather than confess she's interested in having sex again." she confessed.

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"What did you do with Trudy?" she asked again.

"It's a secret..." I whispered. Molly stepped up close to me and put her mouth next to my ear. "...that I fucked her, but she made me promise not to tell anyone, especially you. I wasn't supposed to tell." I mumbled.

"Did you enjoy it Kevin? Did you enjoy fucking my best friend, you asshole?" she asked with a tone of anger in her voice. But I let the anger just slide on off me.

"Oh yes, yes, I enjoyed it. You know, she wants to do it again. Do you think I should? Would you mind if I fucked her again?"

With her voice back down to a whisper and her mouth next to my ear she says. "We'll talk about that later." Molly's fingers started roaming across my arms and it began to have an effect on me. I was starting to get turned on by it all. Her other hand was gently rubbing across my stomach in small little circles.

"So what do you think about fucking both roommates?" she asked, as she let her fingers glide down across my limp member, urging it to new life.

"We could fix that, but only if you don't tell anybody." I offered. She took another quick drink of wine from the bottle, grabbed my hand and dragged me along. Without trying to be quiet she opened the guest bedroom door and pulled me in, shutting the door behind us. "Trudy is in here," I said.

"She always takes a sleeping pill. Add in the wine from earlier tonight and she'll be asleep all night long. Now take off what you have on and get in bed."

Molly demanded. I couldn't believe what I was hearing from this little sexpot. Being too drunk to protest too much, I did as she directed and got on my back next to her sleeping roomie. Molly knelt between my legs and took my semi-hard shaft into her mouth. It only took me a few seconds to realize Mol-

ly was no slouch at this. As she sucked my dick, she slid her tongue up and down the underside of my shaft. Sometimes she would scrape her teeth from top to bottom and back, ending with a hard suck on the head of my penis. It wasn't too many minutes before I realized that she was intending on taking me all the way like this. "If you keep this up and I won't be able to hold it." I said.

Pulling off long enough to talk she said, "I don't want you to hold it. Just let it cum." She began to deep throat me to the point of no return. I grabbed her head with my hands and held her down on me. I only gave her three bursts but it felt wonderful. I could only imagine what it would be like if I had a full load of cum to give her. I let her head go free. That was incredible. She sat up and smiled.

"Your turn." she said as she swapped places with me. Kissing my way down her neck and chest, I made my way to her breasts. Her nipples were firm but not hard yet. I would see they got that way later when I fucked her.

Molly's fingers started roaming across my arms and it began to have an effect on me. I was starting to get turned on by it all.



Moving downward, my kisses came to her silky patch. As I licked and kissed all around her pussy, I stroked the insides of her thighs with my fingernails. I wet my middle finger and slipped it into her hole. She was wet and didn't need anything extra from me. Curling my finger up and back, I massaged the inside

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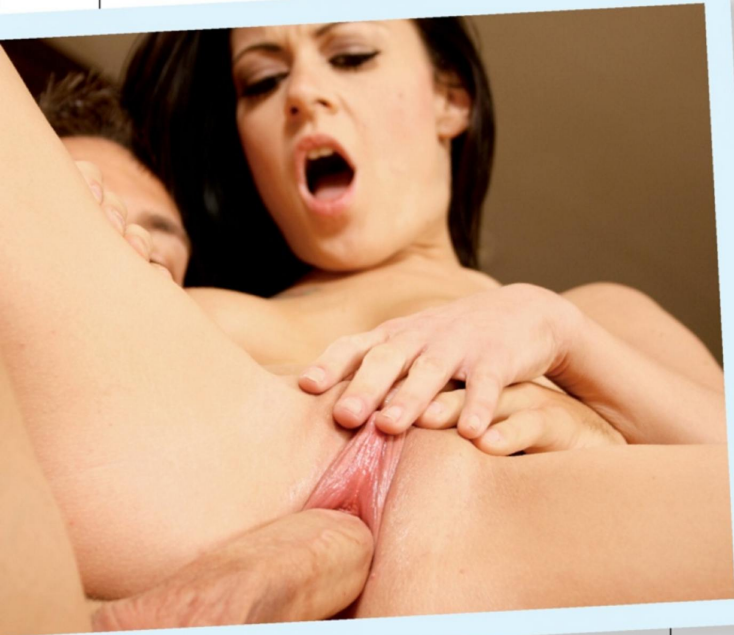
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of her vagina. She continued to moan and plead for more. I took two fingers and began to push it in and out of her hole, just like I was fucking her. She had her hands all over me while she rocked her hips in time with my hand movements.



"I'm cumming," she exclaimed, arching her back as her orgasm swept over her. A moment later I replaced it with my hard shaft. Molly muffled her yell as I entered her pussy and pounded her hard for several minutes. Nearly out of breath, I leaned down so that my body rested on her chest, rocking my hips as fast as I could. Molly gripped my arms with her hands as I brought her to another climax just in time for my own.

I covered her mouth with my kisses as we both slowly came down from our respective climaxes. After catching our breath, I slid out and rolled onto my back, now caught between her and her sleeping friend. I must have fallen asleep as I don't remember anything else until I woke up on my right side, curled up behind Trudy. I turned my head and saw that Molly was snuggled up against my back, sound asleep.

I truly was caught between two beautiful females. It was kind of a turn on and my body responded. I slipped my hand underneath Trudy's t-shirt and began to gently massage her breasts. I rotated my hips, gently guiding

my erection between her legs. Still asleep, she rolled slightly away from me, more onto her stomach. I took this opportunity and spread her legs apart. I reached around her and with one hand pulled her panties down while the other guided my cock into her pussy. It only took a couple of thrusts to wake her up. I guess the sleeping pills and wine had worn off.

She was still tipped slightly to one side so she didn't notice her nude sleeping roomie in bed with us. While I fucked her from behind, I reached around and stroked her clit. I kept this up for a few minutes. "You are so fucking hot. I can't think of anything I would rather do than fuck you. Well except maybe one thing." I whispered.

"What would you rather do than fuck me?" she cooed.

"Fuck you with Molly in bed with us. Turn to your right," I directed her, not slowing down my thrusting.

"I'm cumming. Fuck me harder, you son-of-a-bitch," she said. I took both hands and grabbed her hips tight. When I felt her pussy walls grip down on me, I pushed in hard one last time and delivered a full load of cum deep in her pussy. I don't know when Molly woke up but she was staring at us. She got up, grabbed her panties off the floor and left. "She saw us. Wasn't she asleep when you came in?" asked Trudy.

"She was." I lied. "I tried not to wake her but you are just too much for me to be quiet like that. Molly told me last night that you and Trevor have split. All I have to say is that man was a fool to let someone like you out of his bed." I added.

"Oh, you're so nice, but we better get cleaned up and get you out of here. I hope we have a chance of getting together again sometime soon. I mean just you and me... without Molly," she said. "You couldn't handle her anyway," she said laughing.

"Probably not." I said as I grabbed my pajama bottoms and headed downstairs.

I reached around her and with one hand pulled her panties down while the other guided my cock into her pussy. It only took a couple of thrusts to wake her up.



I've been a horny girl all my adult life. It happened , seemingly, one weekend at a sorority party when a bunch of frat guys came over and we were all just sitting around playing video games. That got me pretty excited and I took a guy upstairs.

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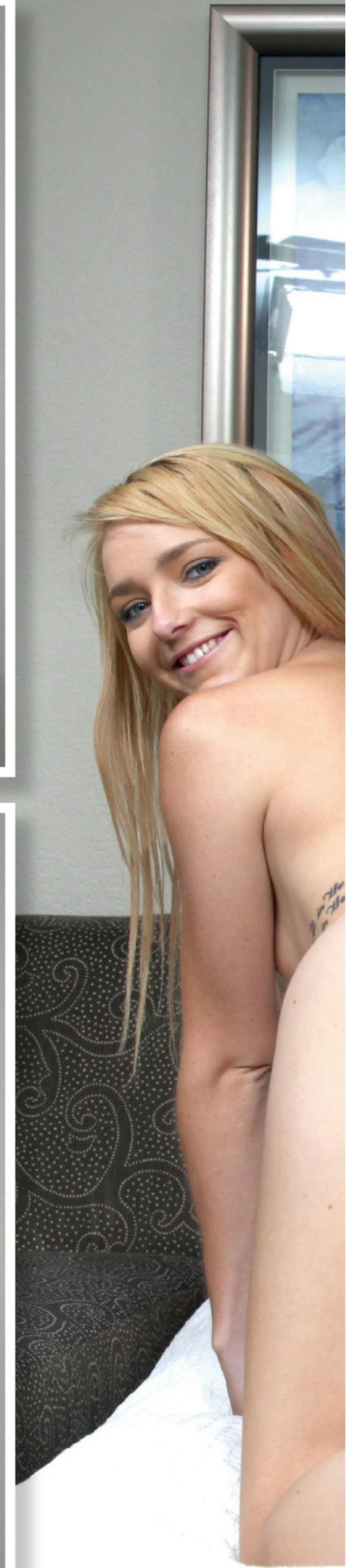
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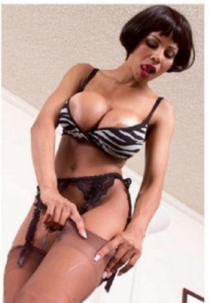
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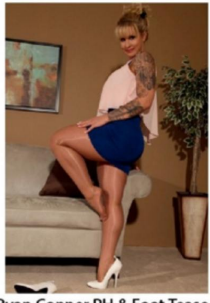
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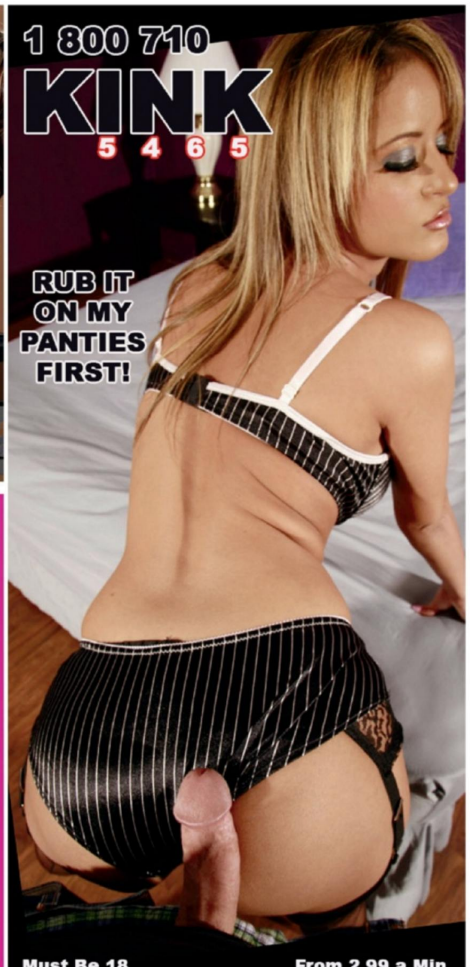
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